

**Joint Nominating And Corporate Governance Committee**

The Boards of Directors of Independent Bank Corp. and Rockland Trust Company have established a Joint Nominating And Corporate Governance Committee (the “Committee”) and approved this Charter to outline its role and duties.

1. **Role of Joint Nominating And Corporate Governance Committee** The Nominating And Corporate Governance Committee shall assist the Board in identifying qualified individuals to become Board members and help implement the Board’s Corporate Governance Principles. The Committee shall have the following authority and responsibilities:

- To recommend to the Board the Director nominees to be presented for shareholder approval at the annual meeting, including the nomination of sitting Directors for reelection and to recommend to the Board individuals to fill any vacancies occurring between annual meetings;
- To lead the search for individuals qualified to become new members of the Board, consistent with the criteria set forth in the Board’s Corporate Governance Principles with respect to qualifications for Directors, and to present recommendations about Director candidates to the Board of Directors for consideration, taking into account any recommendations made by the CEO as to potential Director candidates;
- To consider any Director nominations submitted by shareholders, consistent with the criteria set forth in the Board’s Corporate Governance Principles with respect to qualifications for Directors, and review any other shareholder proposals duly and properly submitted to Independent Bank Corp and recommend appropriate action to the Board;
- To implement, and periodically review, the Board’s Corporate Governance Principles and practices and, if appropriate, to recommend changes as necessary to the Board of Directors.
- To oversee the periodic evaluation of the performance of the Board and report to the Board on the results of the evaluation.

The Committee shall report its actions and any recommendations to the Board of Directors periodically, and shall make a formal report to the Board after each of its meetings in which recommendations are finalized. Any Director who is being considered for reelection to the Board shall abstain from any approvals by the Committee or by the full Board as to that Director’s nomination for reelection.

2. **Joint Nominating and Corporate Governance Committee Members** The size of the Committee shall be determined by the Board in its sole discretion; provided that, in no event, shall it consist of fewer than three members. All members of the Committee shall be independent Directors and shall satisfy NASDAQ Director independence standards. The members of the Committee shall be elected by the Board to serve until their successors are duly elected and qualified, but may be removed from the Committee by the Board and replaced by the Board when and as necessary and any vacancies will be filled by the Board.

3. **Meetings of Committee** The Committee shall meet when it is necessary or advisable to do so. The Board shall appoint one member of the Committee as its Chair. The Chair shall preside at each meeting. In the event that the Chair is not present, the Committee members present shall appoint one of its members to serve as the acting chair of the meeting. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communication equipment), quorum, action without meetings, notice, waiver of notice and voting requirements as are applicable to the Board. Directors appointed to the Committee are expected to attend all regularly scheduled meetings of the Committee. Directors appointed to the Committee are also expected to strive to attend any additional special meetings which are held.

4. **Access to Advisors** The Committee shall have the right at any time to retain a search firm to assist in identifying Director candidates. The Committee shall also have the right at any time to retain financial, legal, accounting or other advisors, and Independent Bank Corp. and/or Rockland Trust Company will provide for appropriate funding to pay reasonable compensation, as determined by the Committee, to any consultant, independent legal counsel, or other advisor retained by the Committee; and to pay any administrative expenses that are necessary or appropriate in carrying out the Committee's duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work performed by any search firm or advisor.